

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	
)	
BANK OF NEW YORK MELLON CORP.)	12 MD 2335 (LAK)
FOREX TRANSACTIONS LITIGATION)	
_____)	ECF Case
)	
This Document Relates to:)	
)	
<i>Terrazas v. The Bank of New York Mellon</i>)	12 Civ. 3068 (LAK)
<i>Corp.</i>)	
)	
<i>Sansano v. The Bank of New York Mellon</i>)	12 Civ. 3069 (LAK)
<i>Corp.</i>)	
_____)	

DECLARATION OF GREGORY G. RAPAWY

Gregory G. Rapawy declares and says:

1. I am an attorney and active member in good standing of the bar of the District of Columbia. I am a partner with the law firm of Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C. (“KHHTEF”), counsel for the BNYM Defendants.¹ I have been admitted to practice *pro hac vice* in this matter. I submit this Declaration on behalf of the BNYM Defendants in support of their Memorandum of Law in Support of their Motion to Dismiss the Consolidated Complaint.

¹ The “BNYM Defendants” are as follows: (1) The Bank of New York Mellon Corp. (“BNYM”), (2) the Appointing and Monitoring Committee, (3) Gerald Hassell, (4) Jane C. Sherburne, (5) Carl Krasik, (6) James Vallone, (7) Steven G. Elliott, (8) the Benefits Administration Committee, (9) Lisa B. Peters, (10) Jack Lane, (11) Mark Musi, (12) Sheena Wilson, (13) Kurt Woetzel, (14) the Benefits Investment Committee, (15) Thomas Gibbons, (16) Leo P. Grohowski, (17) Jeff Landau, (18) Richard Hoey, (19) Robert Jaeger, (20) John A. Park, (21) Brian Rogan, (22) J. Robert Hitchings, (23) Scott Freidenrich, (24) Robert Perego, (25) Jesse Pasko (spelled incorrectly in the Complaint as “Pasco”), (26) Mark Kuzma, and (27) Robert Skena.

2. Some Exhibits to this Declaration are excerpted for convenience. Complete copies are in the possession of KHHTEF and will be provided at the request of the Court or of counsel for Plaintiffs.

3. Exhibit 1 is a true and correct copy of excerpts from BNYM's 2011 Annual report. The complete version of this document is publicly available at:
<http://www.bnymellon.com/investorrelations/annualreport/2011/2011annual.pdf>.

4. Exhibit 2 is a true and correct copy of excerpts from The Bank of New York Mellon Corporation 401(k) Savings Plan, as Amended and Restated, Effective April 1, 2009. Exhibit 2 bears production numbers with the prefix "BNYM-SANS." These numbers were affixed at or around the time that a complete version of this document was produced by BNYM to Plaintiff Isabel Sansano on February 13, 2012.

5. Exhibit 3 is a true and correct copy of excerpts from the Employee Stock Ownership Plan of The Bank of New York Company, Inc., as Amended and Restated, Effective January 1, 2009.

6. Exhibit 4 is a true and correct copy of excerpts from the Employee Stock Ownership Plan of The Bank of New York Company, Inc., as Amended and Restated, Effective January 1, 2011.

7. Exhibit 5 is a true and correct copy of The Bank of New York Mellon Benefits Administration Committee Charter and Summary of Operations, as of October 16, 2008. Exhibit 5 bears production numbers with the prefix "BNYM-SANS." These numbers were affixed at or around the time that this document was produced by BNYM to Sansano on January 31, 2012.

8. Exhibit 6 is a true and correct copy of The Bank of New York Mellon Benefits Investment Committee Charter and Summary of Operations, as of July 21, 2008. Exhibit 6 bears

production numbers with the prefix “BNYM-SANS.” These numbers were affixed at or around the time that this document was produced by BNYM to Sansano on January 31, 2012.

9. Exhibit 7 is a true and correct copy of excerpts from The Bank of New York Mellon Corporation 401(k) Savings Plan Summary Plan Description, dated April 2011. Exhibit 7 bears production numbers with the prefix “BNYM-SANS.” These numbers were affixed at or around the time that a complete version of this document was produced by BNYM to Sansano on January 31, 2012.

10. Exhibit 8 is a true and correct copy of excerpts from the Prospectus for The Bank of New York Mellon 401(k) Savings Plan, dated August 1, 2011. Exhibit 8 bears production numbers with the prefix “BNYM-SANS.” These numbers were affixed at or around the time that a complete version of this document was produced by BNYM to Sansano on January 31, 2012.

11. Exhibit 9 is a true and correct copy of excerpts from The Employee Stock Ownership Plan of The Bank of New York Company Summary Plan Description, dated June 2010.

12. Exhibit 10 is a true and correct copy of a printout of publicly available information obtained from Google Finance concerning BNYM’s historical stock price for the period from January 10, 2011 to February 10, 2011, on a daily basis. Identical information can be obtained at <http://www.google.com/finance/historical?cid=2384&startdate=Jan+10%2C+2011&enddate=Feb+10%2C+2011&num=30> (last visited July 7, 2012).

13. Exhibit 11 is a true and correct copy of a printout of publicly available information obtained from Google Finance concerning BNYM’s historical stock price from January 1, 2008 to February 29, 2012, on a weekly basis. Identical information can be obtained

at <http://www.google.com/finance/historical?cid=2384&startdate=Jan%201%2C%202008&enddate=Feb%2029%2C%202012&histperiod=weekly&num=30> (last visited July 7, 2012).

14. Exhibit 12 is a true and correct copy of a printout of publicly available information obtained from Google Finance concerning the historical performance of the S&P 500 Financials (Sector) Index (“S&P Index”) from January 1, 2008 to February 29, 2012, on a weekly basis. Identical information can be obtained at <http://www.google.com/finance/historical?cid=10634625&startdate=Jan%201%2C%202008&enddate=Feb%2029%2C%202012&histperiod=weekly&num=30> (last visited July 7, 2012).

15. Exhibit 13 is a true and correct copy of a printout of publicly available information obtained from Google Finance concerning the historical performance of the KBW Bank Index (“KBW Index”) from January 1, 2008 to February 29, 2012, on a weekly basis. Identical information can be obtained at <http://www.google.com/finance/historical?cid=854149&startdate=Jan+1%2C+2008&enddate=Feb+29%2C+2012&histperiod=weekly&num=30> (last visited July 7, 2012).

16. Exhibit 14 contains two illustrative charts prepared by KHHTEF personnel at my request using the data from Exhibits 11, 12, and 13. The first chart compares BNYM’s historical stock price to the S&P and KBW Indices using absolute figures. The second chart gives a similar comparison using percentage changes from the starting date.


17. Exhibit 15 consists of true and correct copies of Forms 4 (Statement of Changes in Beneficial Ownership) as filed with the United States Securities and Exchange Commission (“SEC”) for Defendant Gerald L. Hassell on May 30, 2008. These documents are publicly available and can be obtained using EDGAR at <http://www.sec.gov/edgar.shtml> (last visited July 7, 2012).

18. Exhibit 16 consists of true and correct copies of Forms 4 as filed with the SEC for Defendant Steven G. Elliott on May 21, 2008 and on December 16, 2010. These documents are publicly available and can be obtained using EDGAR at <http://www.sec.gov/edgar.shtml> (last visited July 7, 2012).

19. Exhibit 17 is a true and correct copy of a Form 4 as filed with the SEC for Defendant Kurt D. Woetzel on February 1, 2011. This document is publicly available and can be obtained using EDGAR at <http://www.sec.gov/edgar.shtml> (last visited July 7, 2012).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 9, 2012


Gregory G. Rapawy